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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**FOURTH SUPPLEMENTAL
DECLARATION OF JOSHUA A. SUSSBERG
IN SUPPORT OF THE DEBTORS' APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND &
ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965); and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 100 Horizon Center Blvd., 1st and 2nd Floors, Hamilton, NJ 08691.

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, “Kirkland”). I am one of the lead attorneys from Kirkland working on the above captioned Chapter 11 Cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Court of Appeals for the Fifth Circuit, the United States District Court for the Northern District of Illinois, and the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I submit this fourth supplemental declaration (the “Fourth Supplemental Declaration”) in further support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 133] (the “Application”).²

Background

3. On November 28, 2022 (the “Petition Date”), each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a petition with this Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On December 22, 2022, the Debtors filed the Application pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application or the Prior Declarations (as defined herein), as applicable.

(the “Local Rules”). My original declaration in support of the Application (the “Original Declaration”) was attached to the Application as Exhibit B.

4. On January 31, 2023, the Debtors filed the *Supplemental Declaration of Joshua A. Sussberg in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 445] (the “First Supplemental Declaration”) in further support of the Application.

5. On February 1, 2023, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 448] (the “Retention Order”).

6. On February 24, 2023, the Debtors filed the *Second Supplemental Declaration of Joshua A. Sussberg in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 556] (the “Second Supplemental Declaration”) in further support of the Application.

7. On May 24, 2023, the Debtors filed the *Third Supplemental Declaration of Joshua A. Sussberg in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 990] (the “Third Supplemental Declaration” and together with the Original Declaration, the First Supplemental Declaration, and the Second Supplemental Declaration, the “Prior Declarations”) in further support of the Application.

8. In connection with the Application, I submit this Fourth Supplemental Declaration in further support of the Application and to supplement the disclosures set forth in the Prior Declarations in accordance with Bankruptcy Rules 2014(a) and 2016(b). Except as otherwise indicated in this Fourth Supplemental Declaration, all facts stated in this Fourth Supplemental Declaration are based upon my personal knowledge of Kirkland's practices and Kirkland's representation of the Debtors and information learned from my review of relevant documents and information supplied to me by other parties, including partners or employees of Kirkland. No one individual at Kirkland has personal knowledge of all of the facts set forth in this Fourth Supplemental Declaration.

Additional Disclosures

9. As set forth in the Original Declaration and herein, Kirkland in the past may have represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these Chapter 11 Cases in connection with matters unrelated (except as otherwise disclosed in the Prior Declarations and herein) to the Debtors and these Chapter 11 Cases. None of the representations set forth on **Schedule 2** and **Schedule 3** are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors or other parties in interest in matters unrelated to these Chapter 11 Cases.

10. Kirkland has searched its electronic database of representations for connections to parties in interest in these Chapter 11 Cases. Certain connections were disclosed in the Prior Declarations. Since the Petition Date, Kirkland has updated those conflicts searches and has searched additional parties as Kirkland became aware of additional parties in interest in these

Chapter 11 Cases. In addition to the entities searched and disclosed in the Prior Declarations, Kirkland searched its electronic database for the entities listed on **Schedule 1**, attached hereto.

The following is a list of the categories that Kirkland has searched:³

<u>Schedule</u>	<u>Category</u>
1(a)	Non-Debtor Professionals
1(b)	Potential M&A Counterparties

11. I have included the results of Kirkland's conflicts searches of the entities included in the above-listed categories on **Schedule 2** to this Fourth Supplemental Declaration.⁴ In addition, Kirkland re-ran searches in its electronic database for the entities that were previously disclosed in the Prior Declarations. The results of Kirkland's conflict searches from the entities that were re-run are listed on **Schedule 3**. All current and prior representations of the parties identified on **Schedule 2** and **Schedule 3** are in matters unrelated to the Debtors and these Chapter 11 Cases.

12. As disclosed on **Schedule 2** and **Schedule 3**, certain parties in interest in these Chapter 11 Cases are current or former Kirkland clients. Kirkland has not represented, nor will Kirkland represent, any of these parties or any of their affiliates in any matter related to these

³ Kirkland's inclusion of parties in the following schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

⁴ As referenced in **Schedule 2** and **Schedule 3**, the term "current" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term "former" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term "closed" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's representation rather than its potential listing in Kirkland's conflicts search system. The list generated from Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former" or "closed" clients for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date

Chapter 11 Cases. I do not believe these representations preclude Kirkland from being disinterested under the Bankruptcy Code.

13. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in the Original Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

14. Of the entities listed on **Schedule 2**, none represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on November 30, 2022.

15. Based on the conflicts search conducted to date and described herein, I do not believe these representations preclude Kirkland from being disinterested under the Bankruptcy Code.

Specific Disclosures

16. As disclosed below and on **Schedule 3**, Kirkland currently represents, and in the past has represented, Shearman & Sterling LLP ("Shearman") on a variety of matters. Shearman is personal counsel to Zac Prince, the Debtors' chief executive officer. Kirkland's current and prior representations of Shearman have been in matters unrelated to the Debtors or these Chapter 11 Cases. Kirkland has not represented, and will not represent, Shearman in connection with any matter in these Chapter 11 Cases during the pendency of these Chapter 11 Cases. I do not believe that Kirkland's current or prior representation of Shearman precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

17. As disclosed below and on **Schedule 3**, Kirkland currently represents, and in the past has represented, Berkeley Research Group, LLC ("BRG") on a variety of matters. BRG

served as the Debtors' financial advisor from November 12, 2022 through December 27, 2022. Starting from December 28, 2022, BRG was authorized to provide the Debtors with a chief restructuring officer, Mark Renzi, and certain additional personnel. Kirkland's current and prior representations of BRG have been in matters unrelated to the Debtors or these Chapter 11 Cases. Kirkland has not represented, and will not represent, BRG in connection with any matter in these Chapter 11 Cases during the pendency of these Chapter 11 Cases. I do not believe that Kirkland's current or prior representation of BRG precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

Affirmative Statement of Disinterestedness

18. Based on the conflicts searches conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors' estates, and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Prior Declarations and herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 18, 2023

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Non-Debtor Professionals
1(b)	Potential M&A Counterparties

SCHEDULE 1(a)

Non-Debtor Professionals

Andrews DeValerio LLP
Bronstein Gewirtz & Grossman LLC
Gerro & Gerro
Goldstein & McClintock LLLP
Grant & Eisenhofer PA
Jack Shrum PA
Latham & Watkins LLP
Law Offices of Douglas T. Tabachnik PC
Lazare Potter Giacovas & Moyle LLP
Lowenstein Sandler LLP
Middlebrooks Shapiro PC
Montgomery McCracken Walker & Rhoads LLP
Offit Kurman PA
Pomerantz LLP
Porzio Bromberg & Newman PC
Shearman & Sterling LLP
Zukerman Gore Brandeis & Crossman LLP

SCHEDULE 1(b)

Potential M&A Counterparties

[Confidential]

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Latham & Watkins LLP	Robert J. Frances	Current
	Robert T. Buday	Current
Shearman & Sterling LLP	Shearman & Sterling	Current
	Shearman & Sterling LLP	Current

SCHEDULE 3

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
AT&T AT&T Inc.	AT&T Billing Southeast, LLC	Current
	AT&T Billing Southwest, LLC	Current
	AT&T Communications of Indiana, Inc.	Current
	AT&T Communications of Indiana, LLC	Current
	AT&T Communications of New York Inc.	Current
	AT&T Communications of Texas, LLC	Current
	AT&T Communications of Virginia, LLC	Current
	AT&T Comunicaciones Digitales, S. de R.L. de C.V.	Current
	AT&T Corp.	Current
	AT&T Datacomm Holdings, LLC	Current
	AT&T DataComm, L.P.	Current
	AT&T Global Communications Services Inc.	Current
	AT&T Investment Fund IV, LLC	Current
	AT&T Investment Fund V, LLC	Current
	AT&T Investment Fund VI, LLC	Current
	AT&T Investment Operations I, LLC	Current
	AT&T Investment Operations II, LLC	Current
	AT&T Management Services, LLC	Current
	AT&T Mobility II LLC	Current
	AT&T Mobility LLC	Current
	AT&T MVPD Group Holdings, LLC	Current
	AT&T Network Supply, LLC	Current
	AT&T of Puerto Rico, Inc.	Current
	AT&T of the Virgin Islands, Inc.	Current
	AT&T Southeast Supply, LLC	Current
	AT&T Southwest Supply, LLC	Current
	AT&T Supply I, LLC	Current
	AT&T Technical Services Company, Inc.	Current
	AT&T Teleholdings, Inc.	Current
	AT&T West Supply, LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	SBC Long Distance LLC SBC Telecom, Inc. Southwestern Bell Telephone Company	Current Current Current
Bain Capital LP Bain Capital Partnership Strategies LP Bain Capital Venture Coinvestment Fund II LP Bain Capital Venture Fund 2021 LP Bain Capital Ventures BCIP Venture Associates II LP BCIP Venture Associates II-B LP BCIP Ventures Associates II LP BCIP Ventures Associates II-B LP BCV 2019-MD Coinvestment II LP BCV 21 Innovators Fund LP	Angela Liu BCPE Cycle Buyer Inc. BCPE Cycle Holdings GP LLC BCPE Cycle Holdings LP Emily Man Heejin Koo Kevin Zhang Wilma Choi	Current Current Current Current Current Current Current Closed
Berkeley Research Group BRG	Berkeley Research Group Holdings LLC Berkeley Research Group, LLC	Current Current
BlackRock Inc.	Pam Chan	Current
Blackstone Inc.	BCP VII SBS Holdings LLC BEP II SBS Holdings LLC Blackstone Capital Partners VII NQ LP Blackstone Energy Family Investment Partnership II ESC NQ LP Blackstone Energy Family Investment Partnership II SMD LP Blackstone Energy Partners II F NQ LP Blackstone Energy Partners II NQ LP Blackstone Family Investment Partnership VII ESC NQ LP Bruce McEvoy	Current Current Current Current Current Current Current Current Current Current
DigiCert Inc.	DigiCert	Current
EQT Vistra Group	EQT IX Investments SARL	Current
FalconX Ltd. Figment Inc. Thoma Bravo LP	Thoma Bravo Discover Fund III LP Thoma Bravo Topco LLC	Current Current
Fortress Investment Group	Joshua A. Pack	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
WeWork Nashville		
JAMF Software	Aaron Gupta	Current
Kroll Inc. Kroll Legal Kroll Restructuring Administration LLC	Kroll Advisory Ltd.	Current
Magnetar Capital LLC	Alec Litowitz	Current
Pennsylvania, Commonwealth of, Attorney General Pennsylvania, Commonwealth of, Department of Labor & Industry Pennsylvania, Commonwealth of, Department of Revenue, Office of Chief Counsel	Pennsylvania Higher Education Assistance Agency	Current
Robin Hood Robinhood	Robinhood Crypto LLC	Current
US Data Group Inc.	U.S. Data King Mountain LLC U.S. Data Mining Group, Inc. U.S. Mining Infrastructure Operations LLC	Current Current Current
[Confidential]	[Confidential]	[Confidential]
[Confidential]	[Confidential]	[Confidential]
[Confidential]	[Confidential]	[Confidential]